RECORDATION NO. 25626-G
FILED NOVEMBER 19, 2015 4:11 PM
SURFACE TRANSPORTATION BOARD

November 19, 2015

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a copy of a Amended Memorandum of Lease and Collateral Assignment of Lease, dated as of November 13, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 25626-F.

The name and address of the parties to the enclosed document are:

Lessor/ Assignor: Compass Rail VIII Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

Lessee: Trican Well Service, L.P.
c/o TriLib Management LLC
5825 North Sam Houston Parkway West, Suite 600
Houston, TX 77086

Assignee: DVB Bank SE, as Agent
Platz der Republik 6
Frankfurtt Main 60325
Germany

A description of the railroad equipment covered by the enclosed document is:

178 4600 cfc, 100 ton, unlined, covered hoppers within the series CRUX 251001 – CRUX 252150 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is: Amended Memorandum of Lease and Collateral Assignment of Lease.

The $43.00 recording fee will be paid by credit card.

Kindly return stamped copies of the enclosed documents to the undersigned. Thank you.

Best,

Elis Bradshaw
Enc.

Compass Rail VIII Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111
(415) 392-4900

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SURFACE TRANSPORTATION BOARD

AMENDED MEMORANDUM OF LEASE AND COLLATERAL ASSIGNMENT OF LEASE

Dated as of November 13, 2015

THIS AMENDED MEMORANDUM OF LEASE AND COLLATERAL ASSIGNMENT OF LEASE (this "Memorandum") is intended to evidence the change of Car Marks referenced in:

(1) the Lease specified on Schedule 1 between COMPASS RAIL VIII CORPORATION of 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and TRICAN WELL SERVICE, L.P. c/o TriLib Management LLC, its Managing Partner, 5825 North Sam Houston Parkway West, Suite 600, Houston, TX 77086 ("Lessee") pursuant to which Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Cars"), and

(2) the collateral assignment of the Lease by Lessor to DVB Bank SE, as Agent, 609 Fifth Avenue New York, NY 10017, Attn: Senior Vice President – Land Transport.

Documents regarding the Cars have been previously filed with the United States Department of Transportation Surface Transportation Board ("STB") under Recordation No. 25626-F and 25628-H.

This Memorandum is executed for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, the undersigned, as Lessor under the Lease and Assignor has caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

LESSOR:
COMPASS RAIL VIII CORPORATION

By: _____
Title: President

I hereby certify under the pains and penalty of perjury that I hold the title and office at Compass Rail VIII Corporation specified above under my name, that this Memorandum of Lease and Collateral Assignment of Lease was signed on behalf of Compass Rail VIII Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of Compass Rail VIII Corporation. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on November 13, 2015. Signature _____

Schedule 1 to
Amended Memorandum of Lease and Collateral Assignment of Lease

The Cars:

4600 cfc, 100 ton, unlined, covered hoppers built by ACF in 1979-80 and equipped with six (6) 30" circular hatches and three (3) 13" X 42" gravity outlet gates with the following marks:

No.	Old	Mark	New	Mark
1	CMPX	251001	CRUX	251001
2	CMPX	251002	CRUX	251002
3	CMPX	251003	CRUX	251003
4	CMPX	251004	CRUX	251004
5	CMPX	251006	CRUX	251006
6	CMPX	251007	CRUX	251007
7	CMPX	251008	CRUX	251008
8	CMPX	251010	CRUX	251010
9	CMPX	251011	CRUX	251011
10	CMPX	251012	CRUX	251012
11	CMPX	251013	CRUX	251013
12	CMPX	251014	CRUX	251014
13	CMPX	251015	CRUX	251015
14	CMPX	251016	CRUX	251016
15	CMPX	251017	CRUX	251017
16	CMPX	251018	CRUX	251018
17	CMPX	251019	CRUX	251019
18	CMPX	251020	CRUX	251020
19	CMPX	251021	CRUX	251021
20	CMPX	251022	CRUX	251022
21	CMPX	251023	CRUX	251023
22	CMPX	251024	CRUX	251024
23	CMPX	251025	CRUX	251025
24	CMPX	251026	CRUX	251026
25	CMPX	251027	CRUX	251027
26	CMPX	251028	CRUX	251028
27	CMPX	251029	CRUX	251029
28	CMPX	251030	CRUX	251030
29	CMPX	251032	CRUX	251032
30	CMPX	251033	CRUX	251033
31	CMPX	251034	CRUX	251034
32	CMPX	251036	CRUX	251036
33	CMPX	251037	CRUX	251037
34	CMPX	251038	CRUX	251038
35	CMPX	251039	CRUX	251039
36	CMPX	251041	CRUX	251041

37	CMPX	251042	CRUX	251042
38	CMPX	251043	CRUX	251043
39	CMPX	251044	CRUX	251044
40	CMPX	251045	CRUX	251045
41	CMPX	251046	CRUX	251046
42	CMPX	251047	CRUX	251047
43	CMPX	251048	CRUX	251048
44	CMPX	251049	CRUX	251049
45	CMPX	251050	CRUX	251050
46	CMPX	251051	CRUX	251051
47	CMPX	251053	CRUX	251053
48	CMPX	251054	CRUX	251054
49	CMPX	251056	CRUX	251056
50	CMPX	251057	CRUX	251057
51	CMPX	251060	CRUX	251060
52	CMPX	251062	CRUX	251062
53	CMPX	251063	CRUX	251063
54	CMPX	251064	CRUX	251064
55	CMPX	251065	CRUX	251065
56	CMPX	251066	CRUX	251066
57	CMPX	251067	CRUX	251067
58	CMPX	251068	CRUX	251068
59	CMPX	251069	CRUX	251069
60	CMPX	251070	CRUX	251070
61	CMPX	251071	CRUX	251071
62	CMPX	251072	CRUX	251072
63	CMPX	251074	CRUX	251074
64	CMPX	251075	CRUX	251075
65	CMPX	251076	CRUX	251076
66	CMPX	251077	CRUX	251077
67	CMPX	251078	CRUX	251078
68	CMPX	251079	CRUX	251079
69	CMPX	251081	CRUX	251081
70	CMPX	251082	CRUX	251082
71	CMPX	251083	CRUX	251083
72	CMPX	251084	CRUX	251084
73	CMPX	251085	CRUX	251085
74	CMPX	251086	CRUX	251086
75	CMPX	251088	CRUX	251088
76	CMPX	251089	CRUX	251089
77	CMPX	251090	CRUX	251090
78	CMPX	251091	CRUX	251091
79	CMPX	251092	CRUX	251092
80	CMPX	251093	CRUX	251093

81	CMPX	251094	CRUX	251094
82	CMPX	251095	CRUX	251095
83	CMPX	251096	CRUX	251096
84	CMPX	251097	CRUX	251097
85	CMPX	251098	CRUX	251098
86	CMPX	251099	CRUX	251099
87	CMPX	251100	CRUX	251100
88	CMPX	251101	CRUX	251101
89	CMPX	251102	CRUX	251102
90	CMPX	251104	CRUX	251104
91	CMPX	251105	CRUX	251105
92	CMPX	251107	CRUX	251107
93	CMPX	251108	CRUX	251108
94	CMPX	251109	CRUX	251109
95	CMPX	251110	CRUX	251110
96	CMPX	251111	CRUX	251111
97	CMPX	251112	CRUX	251112
98	CMPX	251113	CRUX	251113
99	CMPX	251114	CRUX	251114
100	CMPX	251115	CRUX	251115
101	CMPX	251116	CRUX	251116
102	CMPX	251117	CRUX	251117
103	CMPX	251118	CRUX	251118
104	CMPX	251119	CRUX	251119
105	CMPX	251121	CRUX	251121
106	CMPX	251122	CRUX	251122
107	CMPX	251123	CRUX	251123
108	CMPX	251126	CRUX	251126
109	CMPX	251127	CRUX	251127
110	CMPX	251128	CRUX	251128
111	CMPX	251129	CRUX	251129
112	CMPX	251130	CRUX	251130
113	CMPX	251131	CRUX	251131
114	CMPX	251132	CRUX	251132
115	CMPX	251133	CRUX	251133
116	CMPX	251134	CRUX	251134
117	CMPX	251135	CRUX	251135
118	CMPX	251136	CRUX	251136
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121	CMPX	251139	CRUX	251139
122	CMPX	251140	CRUX	251140
123	CMPX	251141	CRUX	251141
124	CMPX	251143	CRUX	251143

125	CMPX	251144	CRUX	251144
126	CMPX	251145	CRUX	251145
127	CMPX	251146	CRUX	251146
128	CMPX	251147	CRUX	251147
129	CMPX	251148	CRUX	251148
130	CMPX	251149	CRUX	251149
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132	CMPX	251151	CRUX	251151
133	CMPX	251152	CRUX	251152
134	CMPX	251153	CRUX	251153
135	CMPX	251154	CRUX	251154
136	CMPX	251155	CRUX	251155
137	CMPX	251156	CRUX	251156
138	CMPX	251157	CRUX	251157
139	CMPX	251158	CRUX	251158
140	CMPX	251160	CRUX	251160
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145	CMPX	251168	CRUX	251168
146	CMPX	251169	CRUX	251169
147	CMPX	251170	CRUX	251170
148	CMPX	251171	CRUX	251171
149	CMPX	251173	CRUX	251173
150	CMPX	251174	CRUX	251174
151	CMPX	251175	CRUX	251175
152	CMPX	251176	CRUX	251176
153	CMPX	251177	CRUX	251177
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160	CMPX	251184	CRUX	251184
161	CMPX	251185	CRUX	251185
162	CMPX	251187	CRUX	251187
163	CMPX	251188	CRUX	251188
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166	CMPX	251191	CRUX	251191
167	CMPX	251192	CRUX	251192
168	CMPX	251193	CRUX	251193

169	CMPX	251194	CRUX	251194
170	CMPX	251195	CRUX	251195
171	CMPX	251196	CRUX	251196
172	CMPX	251197	CRUX	251197
173	CMPX	251198	CRUX	251198
174	CMPX	251199	CRUX	251199
175	CMPX	251200	CRUX	251200
176	CMPX	251201	CRUX	251201
177	CMPX	251202	CRUX	251202
178	CMPX	251203	CRUX	251203